



CRMI
中國再生醫學

**CHINA
REGENERATIVE
MEDICINE**

INTERNATIONAL LIMITED

中國再生醫學國際有限公司

Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立之有限公司

Stock Code 股份代號 : 8158

THIRD QUARTERLY REPORT
2019 第三季季度報告

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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This report, for which the directors of China Regenerative Medicine International Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to China Regenerative Medicine International Limited (the “Company”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司（「聯交所」）GEM之特點

GEM之定位乃為相比其他在聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

鑑於GEM上市之公司普遍為中小型公司，在GEM買賣之證券可能會較在主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

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本報告旨在遵照聯交所GEM證券上市規則（「GEM上市規則」）之規定，提供有關中國再生醫學國際有限公司（「本公司」）之資料。中國再生醫學國際有限公司各董事（「董事」）對此共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

FINANCIAL HIGHLIGHTS

RESULTS OF THE GROUP

Revenue

The Group's revenue for the nine months period ended 30 September 2019 was approximately HK\$35.4 million, representing a decrease of approximately HK\$39.4 million, or 52.7%, compared to revenue of approximately HK\$74.8 million for the same period of last year. The overall decrease in revenue was primarily attributable to the decrease in sales of the stomatology products and others, and sales of medical equipment. This was due to the continuing change in the distribution strategies in the stomatology products in 2019. Besides, the Group has significantly reduced the scale of non-profitable medical equipment business since 2018 leading to a substantial decrease in revenue.

Cost of sales

Cost of sales of the Group decreased by approximately 56.2% from approximately HK\$40.9 million for the nine months ended 30 September 2018 to approximately HK\$17.9 million for the nine months ended 30 September 2019. The decrease was mainly attributable to the decrease in sales of the stomatology products and others, and sales of the medical equipment.

Gross profit and margin

The Group recorded a gross profit of approximately HK\$17.5 million for the nine months ended 30 September 2019, representing a decrease of approximately 48.2% as compared to the gross profit of approximately HK\$33.8 million as recorded in the prior period, which is in line with decrease in sales.

財務摘要

集團業績

收益

本集團截至二零一九年九月三十日止九個月期間之收益約為35,400,000港元，較去年同期收益約74,800,000港元減少約39,400,000港元或52.7%。收益整體減少主要由於口腔產品及其他的銷量以及醫療設備的銷量減少。錄得減少乃因二零一九年持續調整其口腔產品的分銷戰略。此外，本集團自二零一八年起已大幅減少非盈利性的醫療設備業務規模，導致收益大幅減少。

銷售成本

本集團的銷售成本由截至二零一八年九月三十日止九個月約40,900,000港元減少約56.2%至截至二零一九年九月三十日止九個月約17,900,000港元。該減少乃主要由於口腔產品及其他的銷量，以及醫療設備的銷量減少。

毛利及毛利率

本集團截至二零一九年九月三十日止九個月錄得毛利約17,500,000港元，較過往期間錄得的毛利約33,800,000港元減少約48.2%，與銷售減少一致。

Selling and distribution expenses

Selling and distribution expenses of the Group decreased by approximately 66.1%, from approximately HK\$56.3 million for the nine months ended 30 September 2018 to approximately HK\$19.1 million for the nine months ended 30 September 2019 which was mainly attributable to the decrease in revenue and the continuing change in the distribution strategies.

Administrative and other expenses

Administrative and other expenses of the Group decreased by approximately HK\$138.2 million, 53.7%, from approximately HK\$258.0 million for the nine months ended 30 September 2018 to approximately HK\$119.8 million for the nine months ended 30 September 2019. The decrease was mainly due to the decrease of employee benefit expenses of approximately HK\$88.0 million; amortisation and depreciation expenses of approximately HK\$29.8 million; exchange loss of approximately HK\$25.0 million; and research and development costs of approximately HK\$13.4 million.

銷售及分銷開支

本集團的銷售及分銷開支由截至二零一八年九月三十日止九個月約56,300,000港元減少約66.1%至截至二零一九年九月三十日止九個月約19,100,000港元，主要歸因於收益減少及分銷策略不斷變化。

行政及其他開支

本集團的行政及其他開支由截至二零一八年九月三十日止九個月約258,000,000港元減少約138,200,000港元或53.7%至截至二零一九年九月三十日止九個月約119,800,000港元。該減少乃主要由於僱員福利開支、攤銷及折舊費用、匯兌虧損及研發成本分別減少約88,000,000港元、約29,800,000港元、約25,000,000港元及約13,400,000港元。

The board of Directors (the “Board”) of the Company hereby announces the unaudited consolidated results of the Group for the three months and nine months ended 30 September 2019, together with the comparative unaudited figures for the corresponding period in 2018 as follows:

本公司董事會（「董事會」）謹此公佈本集團截至二零一九年九月三十日止三個月及九個月之未經審核綜合業績，連同二零一八年同期之未經審核比較數字如下：

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the three months and nine months ended 30 September 2019
截至二零一九年九月三十日止三個月及九個月

		Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
		2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核	2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Revenue	收益	13,001	9,222	35,362	74,752
Cost of sales	銷售成本	(5,281)	(4,351)	(17,861)	(40,916)
Gross profit	毛利	7,720	4,871	17,501	33,836
Other income	其他收入	6,276	10,258	17,652	17,509
Selling and distribution expenses	銷售及分銷開支	(4,808)	(11,390)	(19,145)	(56,307)
Administrative and other expenses	行政及其他開支	(34,811)	(66,748)	(119,777)	(258,046)
Finance costs	財務費用	(729)	(5,193)	(2,959)	(16,989)
Loss before income tax	除所得稅前虧損	(26,352)	(68,202)	(106,728)	(279,997)
Income tax credit	所得稅抵免	769	2,161	5,350	7,366
Loss for the period	期內虧損	(25,934)	(66,041)	(101,378)	(272,631)
Other comprehensive income	其他全面收入				
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>				
Exchange (loss) on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌(虧損)	(17,488)	(13,632)	(20,180)	(17,312)
Change in financial assets at fair value through other comprehensive income	按公平值於其他全面收入列賬之金融資產變動	-	(9,892)	-	(66,347)
Other comprehensive income for the period	期內其他全面收入	(17,488)	(23,524)	(20,180)	(83,659)
Total comprehensive income for the period	期內全面總收入	(43,422)	(89,565)	(121,558)	(356,290)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Cont'd)

綜合損益及其他全面收入表 (續)

For the three months and nine months ended 30 September 2019

截至二零一九年九月三十日止三個月及九個月

	Notes 附註	Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
		2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核	2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Loss for the period attributable to:					
Owners of the Company	以下人士應佔期內虧損： 本公司擁有人	(22,178)	(56,293)	(82,931)	(244,569)
Non-controlling interests	非控股股東權益	(3,756)	(9,748)	(18,447)	(28,062)
		(25,934)	(66,041)	(101,378)	(272,631)
Total comprehensive income for the period attributable to:					
Owners of the Company	以下人士應佔期內全面總收入： 本公司擁有人	(33,463)	(79,633)	(102,385)	(326,475)
Non-controlling interests	非控股股東權益	(9,959)	(9,932)	(19,173)	(29,815)
		(43,422)	(89,565)	(121,558)	(356,290)
Loss per share for loss for the period attributable to the owners of the Company	本公司擁有人應佔期內虧損之每股虧損				
- basic (HK cents)	9 - 基本 (港仙)	(2.522)	(6.402)	(9.432)	(27.814)
- diluted (HK cents)	- 攤薄 (港仙)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the nine months ended 30 September 2019
截至二零一九年九月三十日止九個月

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interest 非控股股東權益	Total 合計		
		Share capital 股本	Share premium 股份溢價	Translation reserve 換算儲備	Special reserve 特殊儲備	Other reserve 其他儲備	Share Option reserve 購股權儲備	Financial assets at fair value through other comprehensive income reserve 按公平值計入其他全面收入之金融資產儲備	Accumulated losses 累計虧損	Sub-total		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	175,858	3,196,996	(20,078)	(200)	(410,463)	52,929	(13,163)	(1,221,847)	1,760,032	53,292	1,813,324
Loss for the period	期內虧損	-	-	-	-	-	-	-	(244,568)	(244,568)	(28,082)	(272,651)
Other comprehensive income	其他全面收入											
Exchange loss on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌虧損	-	-	(15,559)	-	-	-	-	-	(15,559)	(1,753)	(17,312)
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	-	-	-	-	-	-	(66,347)	-	(66,347)	-	(66,347)
Total comprehensive income for the period	期內全面總收入	-	-	(15,559)	-	-	-	(66,347)	(244,568)	(326,475)	(29,835)	(356,310)
Transactions with owners of the Company	與本公司擁有人之交易											
Contributions and distribution	投資及分派											
Equity-settled share-based payment	以股權結算的以股份為基礎的付款	-	-	-	-	-	27,142	-	-	27,142	-	27,142
Lapse of share options	已失效購股權	-	-	-	-	-	(20,734)	-	-	(20,734)	-	(20,734)
At 30 September 2018 (Unaudited)	於二零一八年九月三十日 (未經審核)	175,858	3,196,996	(35,637)	(200)	(410,463)	59,337	(79,510)	(1,466,416)	1,439,965	23,477	1,463,442

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

綜合權益變動表(續)

For the nine months ended 30 September 2019
截至二零一九年九月三十日止九個月

	Attributable to owners of the Company 本公司擁有人應佔										Non- controlling interest 非控股 股東權益	Total 合計
	Share Capital 股本 HK\$'000 千港元	Share Premium 股份溢價 HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Financial assets at fair value through other comprehensive income reserve 按公平值 計其他全面 收入列賬之 金融資產儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元			
At 1 January 2019 (audited) (經審核)	175,858	3,196,566	(32,895)	(200)	(410,463)	42,156	48,517	(2,414,090)	605,779	(38,516)	567,263	
Loss for the period 期內虧損	-	-	-	-	-	-	-	(82,931)	(82,931)	(18,447)	(101,378)	
Other comprehensive income Exchange gain/(loss) on translation of financial statements of foreign operations 其他全面收入 換算海外業務財務報表之 匯兌收益/(虧損)	-	-	(18,454)	-	-	-	-	-	(18,454)	(728)	(20,180)	
Total comprehensive income for the period 期內全面總收入	-	-	(18,454)	-	-	-	-	(82,931)	(102,385)	(19,173)	(121,558)	
Transactions with owners of the Company Contributions and distribution Equity-settled share-based payment Lapse of share options 與本公司擁有人之交易 投資期分配 以股權結算的以股份 為基礎的付款 購股權失效	-	-	-	-	-	4,591	-	-	4,591	-	4,591	
	-	-	-	-	-	(7,252)	-	7,252	-	-	-	
	-	-	-	-	-	(2,661)	-	7,252	4,591	-	4,591	
Changes in ownership interests Changes in ownership interests in subsidiaries without change in control 所有權權益變動 控制權不受之附屬公司 所有權權益變動	-	-	-	-	(17,218)	-	-	-	(17,218)	17,218	-	
Total transactions with owners of the Company 與本公司擁有人之交易總額	-	-	-	-	(17,218)	(2,661)	-	7,252	(12,827)	17,218	4,591	
At 31 March 2019 (unaudited) (未經審核)	175,858	3,196,566	(52,449)	(200)	(427,681)	39,495	48,517	(2,498,768)	490,767	(40,471)	450,296	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

綜合權益變動表(續)

For the nine months ended 30 September 2019
截至二零一九年九月三十日止九個月

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for their acquisition at the time of the Group's reorganization in 2001.

The other reserve represents the difference between the fair value of consideration paid to increase the shareholding in a subsidiary, Shaanxi Aierfu Activtissue Engineering Company Limited, and adjustments to non-controlling interests during the years ended 30 April 2011, 2013, 2014 and for the nine months ended 30 September 2019.

The financial assets at fair value through other comprehensive income reserve represents the change in fair value of the Group's financial assets at fair value through other comprehensive income ("FVOCI") under non-current assets.

特殊儲備指本集團於二零零一年重組時，被收購附屬公司股份面值與本公司就收購該等附屬公司而予以發行之股份面值之差額。

其他儲備指於截至二零一一年、二零一三年、二零一四年四月三十日止年度及截至二零一九年九月三十日止九個月就增加於一間附屬公司(陝西艾爾膚組織工程有限公司)之股權所付代價之公平值與非控股股東權益調整金額之差額。

按公平值於其他全面收入列賬之金融資產儲備指本集團於非流動資產項下按公平值於其他全面收入列賬(「按公平值於其他全面收入列賬」)之金融資產之公平值變動。

Notes:

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Revision 2001) of the Cayman Islands on 20 April 2001. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and its principal place of business is Rooms 3006-10, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. The Company's shares are listed on GEM of the Stock Exchange.

The Company is an investment holding company. The principal activities of its subsidiaries are research and development of bio-medical products; production and sale of tissue engineering and stem cell products; sale and distribution of cosmetic and other products; sale and distribution of medical equipment; and provision of healthcare services.

2. BASIS OF PREPARATION

The unaudited consolidated results for the nine months ended 30 September 2019 have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs", which also include the Hong Kong Accounting Standard ("HKAS") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and with applicable disclosure requirements of the GEM Listing Rules and the Hong Kong Companies Ordinance.

附註：

1. 一般資料

本公司於二零零一年四月二十日根據開曼群島公司法（二零零一年修訂版）在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處及主要營業地點之地址分別為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands及香港灣仔港灣道26號華潤大廈30樓3006-10室。本公司股份於聯交所GEM上市。

本公司為一間投資控股公司。其附屬公司的主要業務為從事生物醫學產品之研發；生產及銷售組織工程產品、幹細胞產品；銷售及分銷化妝品及其他產品；銷售及分銷醫療設備；及提供醫療保健服務。

2. 編製基準

截至二零一九年九月三十日止九個月的未經審核綜合業績乃遵照香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」，亦包括香港會計準則（「香港會計準則」）及詮釋），以及GEM上市規則及香港公司條例之適用披露規定而編製。

2. BASIS OF PREPARATION (Cont'd)

The unaudited consolidated results do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual financial statements of the Group for the year ended 31 December 2018. The accounting policies and basis of preparation adopted in the preparation of the unaudited consolidated results are the same as those used in the Group's annual financial statements for the year ended 31 December 2018, except for the followings that relate to new standards or interpretations effective for the first time for the period beginning on or after 1 January 2019.

HKFRS 16 HK(IFRIC)-Int 23	Leases Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, Business Combinations
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 11, Joint Arrangements
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 12, Income Taxes
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 23, Borrowing Costs

The Group has not applied new and revised HKFRSs that have been issued but are not yet effective in advance. Except for the adoption of HKFRS16 "Lease", the Directors anticipate that the application of the new and revised HKFRSs will have no material impact on the results and financial position of the Group.

2. 編製基準 (續)

未經審核綜合業績並無載有年度財務報表所規定的所有資料及披露事項，應與本集團截至二零一八年十二月三十一日止年度之年度財務報表一併閱讀。除下列與二零一九年一月一日或之後開始之期間首次生效之新訂準則或詮釋有關者外，編製未經審核綜合業績所採納之會計政策及編製基準與編製本集團截至二零一八年十二月三十一日止年度之年度財務報表所採納者一致。

香港財務報告準則第16號 香港(國際財務報告詮釋委員會)詮釋第23號	租賃 所得稅處理的不確定性
香港財務報告準則第9號 修訂本	具有備償之提前還款特性
香港會計準則第28號修訂本	於聯營公司及合營企業之長期權益
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號修訂本，業務合併
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港財務報告準則第11號修訂本，合營安排
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港會計準則第12號修訂本，所得稅
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港會計準則第23號修訂本，借貸成本

本集團並無提前應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。除採納香港財務報告準則第16號「租賃」外，董事預期，應用新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況構成重大影響。

2. BASIS OF PREPARATION (Cont'd)

The Group has applied the simplified transition approach allowed by HKFRS 16 and did not restate comparative amounts for the year prior to first adoption. The standard affects primarily the accounting for the Group's operating leases. The Group's office and operating premises leases were previously classified as operating leases and the lease payments (net of any incentives received from the lessor) were recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use assets for these leases. The interest expense on the lease liability and depreciation on the right-of-use assets will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

The unaudited consolidated results have been reviewed by the Audit Committee of the Company.

3. SEGMENT INFORMATION

The Group identified operating segments and prepared segment information based on the regular internal financial information reported to the executive Directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive Directors are determined following the Group's major product and service lines.

The Group has identified the following reportable segments:

Dermatology, cosmetic products and others – production and sale of dermatology, cosmetic products and others;

Cell and healthcare products and services – production and sales of cell and healthcare products and services;

Ophthalmology products – production and sales of ophthalmology products;

Stomatology products and others – production and sale of stomatology products and others; and

Medical equipment – trading of medical equipment.

2. 編製基準 (續)

本集團已應用香港財務報告準則第16號所准許之簡化過渡法，並無重列首次採納前一年的比較金額。該準則將主要影響本集團經營租賃之會計處理。本集團之辦公及營運處所租賃之前分類為經營租賃，租賃款項(扣除任何來自出租人之優惠金額)於租期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能需就該等租賃按未來最低租賃款項之現值確認及計量負債，並確認其相應使用權資產。租賃負債之利息開支及使用權資產之折舊將於損益中確認。因此，本集團之資產及負債將增加且開支確認之時間亦會受到影響。

未經審核綜合業績已由本公司審核委員會審閱。

3. 分部資料

根據向執行董事呈報以供彼等決定本集團各業務成分的資源分配及評核該等成分表現的定期內部財務資料，本集團確認經營分部及編製分部資料。向執行董事呈報的內部財務資料內的業務成分乃依據本集團主要產品及服務種類確定。

本集團已確認以下須予呈報分部：

皮膚、化妝品及其他—皮膚、化妝品及其他的生產及銷售；

細胞及大健康產品和服務—細胞及大健康產品和服務的生產及銷售；

眼科產品—眼科產品的生產及銷售；

口腔產品及其他—口腔產品及其他的生產及銷售；及

醫療設備—買賣醫療設備。

3. SEGMENT INFORMATION (Cont'd)

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- fair value gain on contingent consideration receivables
- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

4. REVENUE AND OTHER INCOME

The Group's turnover represents revenue from its principal activities, measured at the net invoiced value of goods sold, after allowances for returns and trade discounts during the periods presented as follows:

3. 分部資料 (續)

本集團根據香港財務報告準則第8號就報告分部業績所採用的計量政策，與根據香港財務報告準則編製的財務報表所採用者相同，惟以下所述者除外：

- 應收或然代價之公平值收益
- 財務費用
- 所得稅
- 並非直接歸屬於任何經營分部之業務活動的企業收入及開支

於計算經營分部的經營業績時並不包括在內。

4. 收益及其他收入

本集團之營業額指於所示期間來自其主要活動，按扣除退貨及貿易折扣後之已售貨品發票淨值計算之收益，呈列如下：

Nine months ended 30 September 截至九月三十日止九個月

	2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Sales of dermatology, cosmetic products and others	10,080	3,065
Sales of cell and healthcare products and services	8,818	4,802
Sales of ophthalmology products	2,462	5,739
Sales of stomatology products and others	13,942	31,828
Sales of medical equipment	60	29,318
	35,362	74,752

4. REVENUE AND OTHER INCOME (Cont'd)

Other income recognised during the period is as follows:

		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Bank interest income	銀行利息收入	3,630	5,345
Government grant income (Note)	政府補貼收入(附註)	11,905	2,110
Others	其他	2,117	10,054
		17,652	17,509

Note: These government grants were received and had complied with all attached conditions and therefore were recognised as other income during the period.

4. 收益及其他收入(續)

期內已確認之其他收入如下：

		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Bank interest income	銀行利息收入	3,630	5,345
Government grant income (Note)	政府補貼收入(附註)	11,905	2,110
Others	其他	2,117	10,054
		17,652	17,509

附註：本集團已收取該等政府補貼並符合所有附加條件，因此該等政府補貼於期內確認為其他收入。

5. FINANCE COSTS

		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Interest on bank borrowings and other payables	銀行借款及其他應付賬項之利息	1,467	16,989
Interest on lease liabilities	租賃負債之利息	1,492	-
		2,959	16,989

5. 財務費用

6. LOSS BEFORE INCOME TAX

6. 除所得稅前虧損

Nine months ended 30 September
截至九月三十日止九個月

		2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Loss before income tax has been arrived at after charging/(crediting):	除所得稅前虧損已扣除／(計入)下列各項：		
Amortisation of land use rights	土地使用權攤銷	66	81
Amortisation of other intangible assets, included in cost of sales and administrative expenses	其他無形資產攤銷 (已包括在銷售成本及行政開支中)	18,934	37,790
Advertising and marketing, included in selling and distribution expenses	廣告及市場推廣 (已包括在銷售及分銷開支中)	4,566	30,110
Depreciation	折舊	9,002	19,964
Depreciation for right-of-use assets	使用權資產折舊	12,380	-
Equity-settled share-based payments	以權益結算之股權支付費用	4,591	6,408
Exchange difference, net	匯兌差額(淨額)	(399)	21,167
Operating lease rentals in respect of office premises	辦公室物業之經營租賃租金	7,286	26,223
Research and development costs (note (i))	研發成本(附註(i))	9,114	25,032
Less: Capitalisation to other intangible assets	減：資本化至其他無形資產	-	(2,570)
		9,114	22,462
Employee benefit expenses (including directors' emoluments):	僱員福利開支 (包括董事酬金)：		
Salaries, wages and other benefits	薪金、工資及其他福利	49,294	100,173
Equity-settled share-based payments	以權益結算之股權支付費用	2,585	3,979
Retirement benefit scheme contributions	退休福利計劃供款	4,522	10,259

(i) Research and development costs included amortisation of other intangible assets, depreciation and staff costs for employees in Research and Development Department, which are also included in the amount disclosed separately above.

(i) 研發成本包括研發部其他無形資產攤銷、折舊及僱員的員工成本，亦已計入上表單獨披露的金額內。

7. INCOME TAX CREDIT

7. 所得稅抵免

Nine months ended 30 September 截至九月三十日止九個月

		2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Over-provision in respect of prior years	過往年度超額撥備	2,864	944
Deferred taxation	遞延稅項	2,486	6,422
Total income tax credit	總所得稅抵免	5,350	7,366

For the nine months ended 30 September 2019 and 2018, no Hong Kong Profits Tax had been provided in the unaudited consolidated results as the Group had no assessable profits in Hong Kong.

截至二零一九年及二零一八年九月三十日止九個月，由於本集團於香港並無應課稅溢利，故並無於未經審核綜合業績中作出任何香港利得稅撥備。

Taxation on overseas profits has been calculated on the estimated assessable profits for the periods at the rates of taxation prevailing in the countries in which the Group operates.

海外利得稅乃根據期內估計應課稅溢利按本集團經營所在國家之現行稅率計算。

8. DIVIDENDS

The Board does not recommend the payment of dividend for the nine months ended 30 September 2019 (2018: Nil).

8. 股息

董事會並不建議派付截至二零一九年九月三十日止九個月之股息(二零一八年：無)。

9. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

		Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
		2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核	2019 二零一九年 HK\$'000 千港元 Unaudited 未經審核	2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核
Loss for the period attributable to owners of the Company for the purpose of basic loss per share	用以計算每股基本虧損之本公司擁有人應佔期內虧損	(22,178)	(56,293)	(82,931)	(244,569)
Number of shares:	股份數目:	'000 千股	'000 千股	'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	879,290	(restated) (經重列) 879,290	879,290	(restated) (經重列) 879,290

For the nine months ended 30 September 2019 and 2018, diluted losses per share attributable to owners of the Company were not presented because the impact of the exercise of share options was anti-dilutive.

The weighted average number of shares in 2018 have been retrospectively adjusted for the 20-into-1 share consolidation that took effect on 16 May 2019.

9. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下資料計算：

截至二零一九年及二零一八年九月三十日止九個月，由於行使購股權具反攤薄影響，故並無呈列本公司擁有人應佔每股攤薄虧損。

於二零一八年的加權平均股數已就二零一九年五月十六日生效的20股合1股之股份合併進行追溯調整。

10. CAPITAL AND OTHER COMMITMENTS

As at 30 September 2019, the Group had capital and other commitments as follows:

	30 September 2019 二零一九年 九月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 Audited 經審核
Capital commitments: Contracted but not provided for: Purchase of property, plant and equipment	835	899

The Company signed two sponsorship agreements with the University of Oxford on the research of stem cell therapy and tissue engineering. The Company agreed to pay GBP9.0 million (equivalent to approximately HK\$92.5 million) to the University of Oxford by instalments over the period covered by the agreements. Up to 30 September 2019, the Company has paid GBP5.05 million (equivalent to approximately HK\$55.9 million) (up to 31 December 2018: has paid GBP5.05 million (equivalent to approximately HK\$55.9 million)) to the University of Oxford.

10. 資本及其他承擔

於二零一九年九月三十日，本集團之資本及其他承擔如下：

本公司與牛津大學就幹細胞治療及組織工程的研究訂立兩份贊助協議。本公司同意於協議涵蓋期間向牛津大學分期支付9,000,000英鎊（相當於約92,500,000港元）。截至二零一九年九月三十日，本公司已向牛津大學支付5,050,000英鎊（相當於約55,900,000港元）（截至二零一八年十二月三十一日：已支付5,050,000英鎊（相當於約55,900,000港元））。

BUSINESS REVIEW AND PROSPECTS

During the period, the Group completed the corporate reorganization of its subsidiaries' structure, implemented vertical management, and constantly improved various systems to improve the level of standardized operation for each subsidiary to adapt to the rapid and ever-changing market environment. The Group continued to strengthen its operation and management of its subsidiaries. Based on the "Synergetic Development of Dual Cores and Two Wings" business strategy. The Group set "Management Improvement" as its objective and adhered to the business strategy of focusing on the market and striving for effectiveness, so as to continuously improve the Group's operating results.

By constantly consolidating the foundation of the Group's management, the Group was able to clearly define the rights and responsibilities of its organizational system and hence facilitated a smoother communication and improved the management.

Under the guidance of such plans, the Company has formed its existing business lines into "activated cells" and "tissue engineering", which will help the Company to focus more on its existing advantages and concentrate on achieving business breakthroughs in the future.

The Group continues to strive for opportunity to widen its business scope in the medicine industry and reallocate its resources when appropriate, to strengthen and maintain as one of the leading pioneers in the medical and related industries. The Chinese government has committed to provide support towards hi-tech industries, including regenerative medicine, a sub-division of the bio-medical industries. We will continuously strive for more assistance from the Chinese government to provide additional resources for broadening our R&D coverage in regenerative medicine and related medical device spectrum. Stem cell therapy and research and development of stem cell pharmaceutical products, precision disease detection and prevention in massive health as well as precision treatment have already been initiated.

業務回顧及前景

期內本集團已完成其附屬公司架構的企業梳理，實施垂直化管理，並不斷完善各項制度，提高各附屬公司規範化運營水平，以適應快速多變的市場環境。本集團不斷加強各附屬公司的經營管理，在「雙核雙翼，協同發展」業務策略的基礎上，將「管理提升」作為工作目標，堅持以市場為中心，聚焦市場要效益，不斷提升本集團的經營業績。

通過不斷夯實本集團的管理基礎，本集團可明晰其組織體系的權責，從而有助於溝通更加順暢並完善管理。

在該等規劃的指導下形成了目前公司「活化細胞業務」及「組織工程業務」的業務線。在未來的經營中這將幫助本公司更加聚焦現有優勢，集中精力實現經營突破。

本集團將繼續爭取擴大其於醫學行業之業務範圍的機會，並適時重新分配其資源以加強和維持其在醫學及相關行業的領先地位。中國政府致力對高新技術產業提供支持，包括作為生物醫藥產業分支的再生醫學。我們將繼續爭取獲得中國政府更多的支持，為擴大我們於再生醫學及相關醫療器械領域之研發範圍提供額外資源。幹細胞療法與幹細胞藥品研發，大健康領域的精確疾病檢測與防禦及精準治療已經啟動。

As the Group continues to identify and invest in suitable business opportunities, expand and improve its R&D capability, facilitate the development of business plan and implement its sales and marketing strategy, the Board may consider to conduct any types of fund raising activities which are in the best interest of the Group and the shareholders of the Company.

FOREIGN EXCHANGE EXPOSURE

The Group's business transactions, assets and liabilities are principally denominated in Renminbi and Hong Kong dollars. The Directors consider that the risk of foreign exchange exposure of the Group is manageable. The management of the Company will continue to monitor the foreign exchange exposure of the Group and is prepared to take prudent measures such as hedging when appropriate actions are required.

MATERIAL ACQUISITIONS/DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Save for the increase of effective equity interest in AK (Suzhou) Biomedical Ltd. and Tianjin WeiKai Bioeng Ltd. respectively from 70% to 90% as disclosed in the Company's announcement dated 20 June 2019 and the increase of effective interest in HK International Regenerative Centre Limited from 80% to 100%, the Group has no material acquisitions/disposals of subsidiaries and associated companies during the period.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2019, none of the Directors nor the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

本集團將繼續致力物色和投資於合適商機、擴大和提高其研發能力、促進發展現有業務計劃及實施銷售及營銷策略，在此過程中，董事會可能會在有符合本集團及本公司股東最佳利益時考慮進行任何類別的集資活動。

外匯風險

本集團的業務交易、資產及負債主要以人民幣及港元計值。董事認為本集團之外匯風險受控。本公司的管理層將繼續監控本集團的外匯風險，並於情況有需要時採取審慎措施，例如對沖。

附屬公司及聯屬公司之重大收購／出售事項

除本公司日期為二零一九年六月二十日之公告所披露奧凱(蘇州)生物技術有限公司及天津衛凱生物工程有限公司的實際股權分別由70%增加至90%以及香港國際再生醫學中心有限公司的實際股權由80%增加至100%外，本集團期內概無重大收購／出售附屬公司及聯屬公司。

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一九年九月三十日，概無董事或本公司最高行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或被視作擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as known to the Directors, as at 30 September 2019, the following parties (not being the Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the shares, underlying shares or debentures of the Company (i) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

LONG POSITIONS

Interests in the shares and underlying shares of the Company

主要股東及其他人士於股份及相關股份之權益

據董事所知，於二零一九年九月三十日，下列人士（非董事或本公司最高行政人員）於本公司股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)根據證券及期貨條例第336條須記入該條所述登記冊內之權益或淡倉：

好倉

於本公司股份及相關股份之權益

Name of Shareholders 股東姓名／名稱	Capacity 身份	Aggregate long position in the shares and underlying shares 於股份及相關股份之好倉總計	Approximate percentage of the issued share capital 佔已發行股本概約百分比
China Orient Asset Management Co., Ltd (Notes 1 & 4) 中國東方資產管理股份有限公司 (附註1及4)	Held by controlled corporation 由受控法團持有	282,107,765	32.08%
China Orient Alternative Investment Fund (Notes 1 & 4) (附註1及4)	Held by controlled corporation 由受控法團持有	262,907,765	29.90%
All Favour Holdings Limited (Notes 2 & 4) 全輝控股有限公司 (附註2及4)	Beneficial owner 實益擁有人	262,907,765	29.90%
Dai Yumin (Notes 2 & 4) 戴昱敏 (附註2及4)	Held by controlled corporation 由受控法團持有	262,907,765	29.90%
	Beneficial owner 實益擁有人	875,000	0.10%
China Dragon Asia Champion Fund Series SPC (Notes 3 & 4) (附註3及4)	Investment manager 投資經理	70,732,215	8.04%

Notes:

1. Based on Forms 2 both filed on 25 January 2018 by China Orient Asset Management Co., Ltd (“COAMC”) and China Orient Alternative Investment Fund (“COAIF”), Optimus Prime Management Ltd. (“Optimus”) has a security interest in 5,258,155,319 shares of the Company and China Orient Asset Management (International) Holding Limited (“COAMI”) has an interest in 384,000,000 shares of the Company. Optimus is wholly owned by COAIF. COAIF is owned to 45% by COAMI. COAMI is owned as to (i) 50% by Wise Leader Assets Ltd. (“Wise Leader”) which is wholly owned by Dong Yin Development (Holdings) Limited (“Dong Yin”); and (ii) 50% by Dong Yin which is wholly owned by COAMC. By virtue of the SFO, Wise Leader, Dong Yin and COAMC are deemed to be interested in 384,000,000 shares of the Company held by COAMI, and COAIF, COAMI, Wise Leader, Dong Yin and COAMC are deemed to be interested in 5,258,155,319 shares of the Company held by Optimus as security interest. As a result, Wise Leader, Dong Yin and COAMC are deemed to be interested in an aggregate of 5,642,155,319 shares of the Company.

2. All Favour Holdings Limited (“All Favour”) is beneficially owned as to (i) 40% by Nat-Ace Wood Industry Ltd. (“Nat-Ace Wood Industry”) and 20% by Honour Top Holdings Limited which are both ultimately wholly owned by Mr. Dai Yumin (“Mr. Dai”), and (ii) 40% by Mr. Dai. Moreover, All Favour has been the beneficial owner of 5,258,155,319 shares of the Company.

By virtue of the SFO, Mr. Dai and Nat-Ace Wood Industry are deemed to be interested in 5,258,155,319 shares of the Company in which All Favour is interested in.

附註：

1. 根據中國東方資產管理股份有限公司（「東方資產」）及China Orient Alternative Investment Fund（「COAIF」）於二零一八年一月二十五日提交的表格2，Optimus Prime Management Ltd.（「Optimus」）於5,258,155,319股本公司股份中持有保證權益且中國東方資產管理（國際）控股有限公司（「東方國際」）於384,000,000股本公司股份中擁有權益。Optimus由COAIF全資擁有。COAIF則由東方國際擁有45%。東方國際分別由(i) Wise Leader Assets Ltd.（「Wise Leader」，由東銀發展（控股）有限公司（「東銀」）全資擁有）擁有50%；及(ii)東銀（由東方資產全資擁有）擁有50%。根據證券及期貨條例，Wise Leader、東銀及東方資產被視為於東方國際所持有的384,000,000股本公司股份中擁有權益，而COAIF、東方國際、Wise Leader、東銀及東方資產被視為於Optimus持作保證權益的5,258,155,319股本公司股份中擁有權益。因此，Wise Leader、東銀及東方資產被視為於合共5,642,155,319股本公司股份中擁有權益。

2. 全輝控股有限公司（「全輝」）由(i)邦強木業有限公司（「邦強木業」）實益擁有40%及Honour Top Holdings Limited實益擁有20%，而該等公司均由戴昱敏先生（「戴先生」）最終全資擁有，及(ii)戴先生實益擁有40%。此外，全輝為5,258,155,319股本公司股份之實益擁有人。

根據證券及期貨條例，戴先生及邦強木業被視為於全輝擁有權益的5,258,155,319股本公司股份中擁有權益。

On 16 September 2015, Mr. Dai was granted 17,500,000 Share Options by the Company under the Share Option Scheme entitling him to subscribe for 17,500,000 shares of the Company at the exercise price of HK\$0.45 per share, subject to the terms and conditions of the Share Option Scheme. Assuming the Share Options granted to Mr. Dai has been exercised in full, Mr. Dai shall hold an aggregate of 17,500,000 shares of the Company as beneficial owner. By virtue of the SFO, Mr. Dai, together with his deemed interests in All Favour, was deemed to be interested in an aggregate of 5,275,655,319 shares of the Company.

The Company was informed by All Favour that it has pledged its interests in 5,258,155,319 shares of the Company in favour of Optimus Prime Management Ltd..

3. Based on Form 2 filed on 14 August 2017 by China Dragon Asia Champion Fund Series SPC ("China Dragon"), China Dragon holds 1,414,644,000 shares of the Company as an investment manager.
4. By virtue of the consolidation of every 20 of the then issued and unissued shares of HK\$0.01 each into 1 consolidated share of HK\$0.20 each that took effect on 16 May 2019 and for the purpose of preparing this section, the number of shares and underlying shares held by each interested party has been adjusted by dividing the relevant number of shares by a factor of 20.

Save as disclosed above, as at 30 September 2019, the Directors are not aware that there is any other party (other than the Directors and the chief executives of the Company) who had, or was deemed to have, interests or short positions in the shares, underlying shares and debentures of the Company (i) which would fall to be disclosed to the Company and Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

Subsequent to 30 September 2019, based on Form 2 filed by China Dragon on 11 October 2019, 15 October 2019, 17 October 2019 and 24 October 2019, the number of shares held by China Dragon immediately after the relevant events was 43,508,965, representing approximately 4.95% of the total number of issued shares of the Company.

於二零一五年九月十六日，戴先生獲本公司根據購股權計劃授予17,500,000份購股權，賦予其權利可按每股0.45港元之行使價認購17,500,000股本公司股份，惟須遵守購股權計劃之條款及條件。假設授予戴先生之購股權獲悉數行使，戴先生將作為實益擁有人持有合共17,500,000股本公司股份。根據證券及期貨條例，連同彼被視為為全權擁有之權益，戴先生被視為為合共5,275,655,319股本公司股份中擁有權益。

本公司獲全輝告知，其已將其於5,258,155,319股本公司股份中的權益抵押予Optimus Prime Management Ltd.。

3. 根據China Dragon Asia Champion Fund Series SPC (「China Dragon」) 於二零一七年八月十四日提交的表格2，China Dragon作為投資經理持有1,414,644,000股本公司股份。
4. 鑒於將於二零一九年五月十六日生效的每20股每股面值0.01港元的當時已發行及未發行的股份合併為1股每股面值0.20港元的合併股份，就編製本節而言，各利益相關方持有的股份及相關股份的數目已通過將相關股份數目除以20進行調整。

除上文所披露者外，於二零一九年九月三十日，董事概不知悉任何其他人士（董事及本公司最高行政人員除外）於本公司股份、相關股份及債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)根據證券及期貨條例第336條須記入該條所述登記冊內之權益或淡倉。

於二零一九年九月三十日後，根據China Dragon於二零一九年十月十一日、二零一九年十月十五日、二零一九年十月十七日及二零一九年十月二十四日提交的表格2，緊隨相關事宜後，China Dragon所持有股份數目為43,508,965股股份（相當於約本公司已發行股份總數的4.95%）。

DIRECTOR'S RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading “DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES” above, at no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any directors, their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate as at 30 September 2019.

COMPETING INTERESTS

None of the Directors or the substantial shareholders of the Company, or any of their respective close associates (as defined under the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group during the nine months ended 30 September 2019.

董事收購股份或債券之權利

除上文「董事及最高行政人員於股份及相關股份之權益及淡倉」一節所披露者外，於報告期內任何時間，概無任何董事或彼等各自之配偶或未滿18歲之子女獲授或行使任何可透過購買本公司或任何其他法人團體之股份或債券而獲益之權利；或於二零一九年九月三十日，本公司、其控股公司或其任何附屬公司並無訂立任何安排，致使董事、彼等各自之配偶或未滿18歲之子女獲得本公司或任何其他法人團體之該等權利。

競爭權益

截至二零一九年九月三十日止九個月，概無任何董事或本公司主要股東或任何彼等各自之緊密聯繫人（定義見GEM上市規則）於與本集團業務構成競爭或可能構成競爭之業務中擁有任何權益。

SHARE OPTIONS

The Share Option Scheme adopted by the Company on 14 September 2011 is for the primary purpose of providing incentives to directors and eligible employees of the Group.

The movement of share options under the share option scheme adopted by the Company on 14 September 2011 during the nine months ended 30 September 2019 was as below:

購股權

於二零一一年九月十四日，本公司採納購股權計劃，主要目的為向本集團董事及合資格僱員提供獎勵。

於截至二零一九年九月三十日止九個月，本公司於二零一一年九月十四日採納之購股權計劃項下之購股權變動如下：

Movement of Share Options during the nine months ended 30 September 2019
截至二零一九年九月三十日止九個月之購股權變動

Eligible persons	Date of grant	Adjusted exercise			Exercisable portion of the Share Options granted	Outstanding as at				Outstanding as at 30 September 2019 (Note)	
		Exercise price (HK\$)	price (Note)	Vesting schedule and exercise period of the Share Options		31 December 2018 (Note)	Granted (Note)	Exercised (Note)	Reclassified (Note)		Lapsed (Note)
合資格人士	授出日期	行使價 (港元)	(附註)	歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零一八年十二月三十一日尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	於二零一九年九月三十日尚未行使 (附註)
Directors 董事	16/9/2015 二零一五年 九月十六日	0.45	9.00	16 September 2016 to 15 September 2017 (both days inclusive) (the "1st Period") 二零一六年九月十六日至二零一七年九月十五日 (包括首尾兩日) (第一期間)	Up to 20% ("1st Options") 最多20% (第一份購股權)	136,700	NIL 無	NIL 無	NIL 無	(78,600)	57,900
				16 September 2017 to 15 September 2018 (both days inclusive) (the "2nd Period") 二零一七年九月十六日至二零一八年九月十五日 (包括首尾兩日) (第二期間)	Up to 20% ("2nd Options") (together with any 1st Options which have not been exercised during the 1st Period) 最多20% (第二份購股權) (連同於第一期間尚未行使之任何第一份購股權)						
				16 September 2018 to 15 September 2019 (both days inclusive) (the "3rd Period") 二零一八年九月十六日至二零一九年九月十五日 (包括首尾兩日) (第三期間)	Up to 20% ("3rd Options") (together with any 1st and 2nd Options which have not been exercised during the 1st Period and 2nd Period) 最多20% (第三份購股權) (連同於第一期間及第二個期間尚未行使之任何第一份及第二份購股權)						

Movement of Share Options during the nine months ended 30 September 2019

截至二零一九年九月三十日止九個月之購股權變動

Eligible persons	Date of grant	Adjusted exercise			Exercisable portion of the Share Options granted	Outstanding as at					Outstanding as at 30 September 2019
		Exercise price (HK\$)	price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options		31 December 2018 (Note)	Granted (Note)	Exercised (Note)	Reclassified (Note)	Lapsed (Note)	
合資格人士	授出日期	行使價 (港元)	(附註) (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零一八年十二月三十一日尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	尚未行使 (附註)

16 September 2019 to 15 September 2020 (both days inclusive) (the "4th Period")
 二零一九年九月十六日至二零二零年九月十五日止 (包括首尾兩日) (「第四個期間」)

Up to 20% ("4th Options") (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period) (最多20% (「第四份購股權」) (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權))

16 September 2020 to 15 September 2025 (both days inclusive) (the "5th Period")
 二零二零年九月十六日至二零二五年九月十五日止 (包括首尾兩日) (「第五個期間」)

Up to 20% ("5th Options") (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period) (最多20% (「第五份購股權」) (連同於第一個期間、第二個期間、第二個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權))

Movement of Share Options during the nine months ended 30 September 2019
截至二零一九年九月三十日止九個月之購股權變動

Eligible persons	Date of grant	Adjusted exercise price			Exercisable portion of the Share Options granted	Outstanding as at				Outstanding as at 30 September 2019	
		Exercise price (HK\$)	price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options		31 December 2018 (Note)	Granted (Note)	Exercised (Note)	Reclassified (Note)		Lapsed (Note)
合資格人士	授出日期	行使價 (港元)	調整後之行使價 (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	於二零一八年十二月三十一日尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	於二零一九年九月三十日尚未行使 (附註)
Directors 董事	9/9/2016 二零一六年九月九日	0.291	5.820	9 September 2017 to 8 September 2018 (both days inclusive) (the "First Period") 二零一七年九月九日至二零一八年九月八日 (包括首尾兩日) (「第一期間」)	Up to 20% ("First Options") (最多20% (「第一份購股權」))	139,000	NIL 無	NIL 無	NIL 無	(70,000)	69,000
				9 September 2018 to 8 September 2019 (both days inclusive) (the "Second Period") 二零一八年九月九日至二零一九年九月八日 (包括首尾兩日) (「第二期間」)	Up to 20% ("Second Options") (together with any First Options which have not been exercised during the First Period) (最多20% (「第二份購股權」) (連同於第一期間尚未行使之任何第一份購股權))						
				9 September 2019 to 8 September 2020 (both days inclusive) (the "Third Period") 二零一九年九月九日至二零二零年九月八日 (包括首尾兩日) (「第三期間」)	Up to 20% ("Third Options") (together with any First and Second Options which have not been exercised during the First Period and Second Period) (最多20% (「第三份購股權」) (連同於第一期間及第二期間尚未行使之任何第一份及第二份購股權))						
				9 September 2020 to 8 September 2021 (both days inclusive) (the "Fourth Period") 二零二零年九月九日至二零二一年九月八日 (包括首尾兩日) (「第四期間」)	Up to 20% ("Fourth Options") (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period) (最多20% (「第四份購股權」) (連同於第一期間、第二期間及第三期間尚未行使之任何第一份、第二份及第三份購股權))						
				9 September 2021 to 8 September 2025 (both days inclusive) (the "Fifth Period") 二零二一年九月九日至二零二五年九月八日 (包括首尾兩日) (「第五期間」)	Up to 20% ("Fifth Options") (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period) (最多20% (「第五份購股權」) (連同於第一期間、第二期間、第三期間及第四期間尚未行使之任何第一份、第二份、第三份及第四份購股權))						

Movement of Share Options during the nine months ended 30 September 2019

截至二零一九年九月三十日止九個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price		Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at				Outstanding as at 30 September 2019 (Note)			
			(HK\$)	(Note)			Granted (Note)	Exercised (Note)	Reclassified (Note)	Lapsed (Note)				
合資格人士	授出日期	行使價 (港元)			歸屬時間表及可行使期間	已授出購股權之可行使部份	31 December 2018 (Note)	於二零一八年十二月三十一日	尚未行使	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	尚未行使 (附註)
Others 其他人士	16/9/2015 二零一五年 九月十六日	0.45	9.00		For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be) ^a 就於相關授出日期之承授人(除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外)而言(視情況而定):		4,242,300		NIL 無	NIL 無	NIL 無	(749,800)	3,492,500	
					1st Period 第一個期間	1st Options 第一份購股權								
					2nd Period 第二個期間	2nd Options (together with any 1st Options which have not been exercised during the 1st Period) 第二份購股權(連同於第一個期間尚未行使之任何第一份購股權)								
					3rd Period 第三個期間	3rd Options (together with any 1st and 2nd Options which have not been exercised during the 1st Period and 2nd Period) 第三份購股權(連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)								
					4th Period 第四個期間	4th Options (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period) 第四份購股權(連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)								
					5th Period 第五個期間	5th Options (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period) 第五份購股權(連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)								

Movement of Share Options during the nine months ended 30 September 2019

截至二零一九年九月三十日止九個月之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Adjusted exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at				Outstanding as at 30 September 2019 (Note)	
						Granted (Note)	Exercised (Note)	Reclassified (Note)	Lapsed (Note)		
合資格人士	授出日期	行使價 (港元)	調整後行使價 (港元)	歸屬時間表及可行使期間	已授出購股權之可行使部份	尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	尚未行使 (附註)

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):
 就於相關授出日期之承授人(為加入本公司少於十二個月或仍未開始於本公司任職之新僱員)而言(視情況而定):

16 March 2017 to 15 March 2018 (both days inclusive) (the "Period 1") 二零一七年三月十六日至二零一八年三月十五日 (包括首尾兩日) (期間1)	Up to 20% ("Options 1") 最多20% (購股權1)
16 March 2018 to 15 March 2019 (both days inclusive) (the "Period 2") 二零一八年三月十六日至二零一九年三月十五日 (包括首尾兩日) (期間2)	Up to 20% ("Options 2") (together with any Options 1 which have not been exercised during the Period 1) 最多20% (購股權2) (連同於期間1尚未行使之任何購股權1)
16 March 2019 to 15 March 2020 (both days inclusive) (the "Period 3") 二零一九年三月十六日至二零二零年三月十五日 (包括首尾兩日) (期間3)	Up to 20% ("Options 3") (together with any Options 1 and 2 which have not been exercised during the Periods 1 and 2) 最多20% (購股權3) (連同於期間1及2尚未行使之任何購股權1及2)
16 March 2020 to 15 March 2021 (both days inclusive) (the "Period 4") 二零二零年三月十六日至二零二一年三月十五日 (包括首尾兩日) (期間4)	Up to 20% ("Options 4") (together with any Options 1, 2 and 3 which have not been exercised during the Periods 1, 2 and 3) 最多20% (購股權4) (連同於期間1、2及3尚未行使之任何購股權1、2及3)
16 March 2021 to 15 September 2025 (both days inclusive) 二零二一年三月十六日至二零二五年九月十五日 (包括首尾兩日)	Up to 20% (together with any Options 1, 2, 3 and 4 which have not been exercised during the Periods 1, 2, 3 and 4) 最多20% (連同於期間1、2、3及4尚未行使之任何購股權1、2、3及4)

Movement of Share Options during the nine months ended 30 September 2019
截至二零一九年九月三十日止九個月之購股權變動

Eligible persons	Date of grant	Adjusted exercise price (HK\$)	Vesting schedule and exercise period of the Share Options (附註) 歸屬時間表及可行使期間	Exercisable portion of the Share Options granted (附註) 已授出購股權之可行使部份	Outstanding as at	Granted (附註) 已授出	Exercised (附註) 已行使	Reclassified (附註) 已重新分類	Lapsed (附註) 已失效	Outstanding as at
					31 December 2018 (Note) 於二零一八年十二月三十一日 尚未行使 (附註)					30 September 2019 (Note) 於二零一九年九月三十日 尚未行使 (附註)
Others 其他人士	9/9/2016 二零一六年九月九日	0.291	5.82 For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be) ^a 就於相關授出日期之承授人(除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外)而言(視情況而定)：		6,414,400	NIL 無	NIL 無	NIL 無	(765,800)	5,628,600
			the First Period 第一個期間	the First Options 第一份購股權						
			the Second Period 第二個期間	the Second Options (together with any First Options which have not been exercised during the First Period) 第二份購股權(連同於第一個期間尚未行使之任何第一份購股權)						
			the Third Period 第三個期間	the Third Options (together with any First and Second Options which have not been exercised during the First Period and Second Period) 第三份購股權(連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						
			the Fourth Period 第四個期間	the Fourth Options (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period) 第四份購股權(連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
			the Fifth Period 第五個期間	the Fifth Options (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period) 第五份購股權(連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						

Movement of Share Options during the nine months ended 30 September 2019

截至二零一九年九月三十日止九個月之購股權變動

Eligible persons	Date of grant	Adjusted exercise			Exercisable portion of the Share Options granted	Outstanding as at				Outstanding as at 30 September 2019	
		Exercise price (HK\$)	price (Note) (HK\$)	Vesting schedule and exercise period of the Share Options		31 December 2018 (Note)	Granted (Note)	Exercised (Note)	Reclassified (Note)		Lapsed (Note)
合資格人士	授出日期	行使價 (港元)	調整 行使價 (港元)	歸屬時間表及 可行使期間	已授出購股權之 可行使部份	於二零一八年 十二月三十一日 尚未行使 (附註)	已授出 (附註)	已行使 (附註)	已重新分類 (附註)	已失效 (附註)	於二零一九年 九月三十日 尚未行使 (附註)

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):
 就於相關授出日期之承授人(為加入本公司少於十二個月或 仍未開始於本公司任職之新僱員)而言(視情況而定):

9 March 2018 to 8 March 2019 (both days inclusive) (the "I Period") 二零一八年三月九日至 二零一九年三月八日 (包括首尾兩日)(日期間)	Up to 20% ("Options I") 最多20%(「購股權I」)
9 March 2019 to 8 March 2020 (both days inclusive) (the "II Period") 二零一九年三月九日至 二零二零年三月八日 (包括首尾兩日)(日期間)	Up to 20% ("Options II") (together with any Options I which have not been exercised during the I Period) 最多20%(「購股權II」) (連同於期間I尚未行使之任何購股權I)
9 March 2020 to 8 March 2021 (both days inclusive) (the "III Period") 二零二零年三月九日至 二零二一年三月八日 (包括首尾兩日)(日期間)	Up to 20% ("Options III") (together with any Options I and II which have not been exercised during the I and II Periods) 最多20%(「購股權III」) (連同於期間I及II尚未行使之任何購股權I及II)
9 March 2021 to 8 March 2022 (both days inclusive) (the "IV Period") 二零二一年三月九日至 二零二二年三月八日 (包括首尾兩日)(日期間)	Up to 20% ("Options IV") (together with any Options I, II and III which have not been exercised during the I, II and III Periods) 最多20%(「購股權IV」) (連同於期間I、II及III尚未行使之任何購股權I、II及III)
9 March 2022 to 8 September 2025 (both days inclusive) 二零二二年三月九日至 二零二五年九月八日 (包括首尾兩日)	Up to 20% together with any Options I, II, III and IV which have not been exercised during the I, II, III and IV Periods 最多20%(連同於期間I、II、III及IV尚未行使之任何購股權I、II、III及IV)

Note: By virtue of a share consolidation of the Company whereby every 20 of then existing issued and unissued shares of HK\$0.01 each in the share capital of the Company was consolidated into 1 consolidated share of HK\$0.20 each. The share consolidation took effect on 16 May 2019.

The number of shares and exercise price under the share option scheme were adjusted accordingly.

CORPORATE GOVERNANCE PRACTICE

The Company has complied with all the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules throughout the nine months ended 30 September 2019, with the exception of Code Provision E.1.2 of the Corporate Governance Code.

Under Code Provision E.1.2 of the Corporate Governance Code, the chairman of the board is required to attend the annual general meeting. Dr. Ray Yip, the chairman, did not attend the Company's annual general meeting in person held on 18 June 2019 (the "AGM") due to his engagement in other business commitment outside Hong Kong. Other Board members, including members of the audit, remuneration and nomination committees, attended the AGM and made themselves available to answer questions to ensure effective communication with the shareholders of the Company. As an action plan to address the aforesaid deviation, the Company will require all the chairman to attend all future general meetings in order to comply with code provision E.1.2 of the Corporate Governance Code.

附註：由於本公司進行股份合併，本公司股本中每20股每股面值0.01港元的現有已發行及未發行的股份合併為1股每股面值0.20港元的合併股份。股份合併於二零一九年五月十六日生效。

購股權計劃項下的股份數目及行使價亦作相應調整。

企業管治常規

本公司於截至二零一九年九月三十日止九個月已遵守GEM上市規則附錄十五所載之企業管治守則及企業管治報告之所有守則條文，除企業管治守則之守則條文第E.1.2條外。

企業管治守則之守則條文第E.1.2條訂明董事會主席須出席股東週年大會。主席葉雷博士因彼須參與香港境外之其他業務，因而未能親身出席於二零一九年六月十八日舉行之本公司股東週年大會（「股東週年大會」）。其他董事會成員，包括審核委員會、薪酬委員會和提名委員會之成員，均出席股東週年大會並解答疑問，以確保與本公司股東的有效溝通。作為解決上述偏離之一項行動計劃，本公司將要求所有主席出席所有未來股東會議，以遵守企業管治守則之守則條文第E.1.2條。

COMPLIANCE WITH GEM LISTING RULES

RULES 19.20, 19.34 AND 19.40 OF THE GEM LISTING RULES

Reference is made to the news release published by the Stock Exchange on 15 July 2019 (the “News Release”) in relation to, among other things, the censures of the Company for failing to comply with Rules 19.20, 19.34 and 19.40 of the GEM Listing Rules. The Company failed to comply with the disclosure, shareholder approval and prior consultation with the Stock Exchange requirements in relation to granting of loans. In the News Release, the Stock Exchange censures the following current and former executive Directors, non-executive Directors and independent non-executive Directors:

1. Mr Dai Yumin, a former executive Director;
2. Ms Wang Yurong, a former executive Director;
3. Mr Wong Sai Hung, a former executive Director;
4. Prof Deng Shaoping, a former non-executive Director;
5. Mr Cao Fushun, a former non-executive Director;
6. Mr Yang Zhengguo, a former non-executive Director;
7. Mr Chan Bing Woon, an independent non-executive Director (resigned with effect from 15 August 2019);
8. Mr. Shao Zhengkang, a former executive Director;
9. Mr. Wang Jianjun, a former non-executive Director;
10. Mr. Wang Hui, a former non-executive Director;
11. Mr. Lui Tin Nang, a former independent non-executive Director; and
12. Mr. Pang Chung Fai Benny, a former independent non-executive Director.

• For further details, please refer to the News Release.

遵守 GEM 上市規則

GEM 上市規則第 19.20、19.34 及 19.40 條

茲提述聯交所於二零一九年七月十五日刊發的新聞稿（「新聞稿」），內容有關（其中包括）譴責本公司違反 GEM 上市規則第 19.20、19.34 及 19.40 條。本公司未能就授出貸款事宜遵守披露、股東批准及預先諮詢聯交所的規定。於新聞稿中，聯交所譴責以下現任及前執行董事、非執行董事及獨立非執行董事：

1. 戴昱敏先生，前執行董事；
2. 王玉榮女士，前執行董事；
3. 黃世雄先生，前執行董事；
4. 鄧紹平教授，前非執行董事；
5. 曹福順先生，前非執行董事；
6. 楊正國先生，前非執行董事；
7. 陳炳煥先生，獨立非執行董事（自二零一九年八月十五日辭任）；
8. 邵政康先生，前執行董事；
9. 王建軍先生，前非執行董事；
10. 王輝先生，前非執行董事；
11. 呂天能先生，前獨立非執行董事；及
12. 彭中輝先生，前獨立非執行董事。

• 有關進一步詳情，請參閱新聞稿。

Also, with reference to the announcement of the Company dated 19 July 2019, in accordance with the directions in paragraphs (2) and (3) of the News Release, Mr. Chan Bing Woon, SBS, JP (“Mr. Chan”), the then independent non-executive Director, and Mr. Dai Yumin (“Mr. Dai”), a former executive Director have undergone 24 hours of training on the GEM Listing Rules, director’s duties and corporate governance matters together with four hours on compliance of Chapter 19 of the GEM Listing Rules and Appendix 15 (Corporate Governance Code) (altogether 28 hours) provided by a recognised institution to the satisfaction of the Listing Division of the Stock Exchange. The written certification from the aforesaid institution confirming the attendance of the training by Mr. Chan and Mr. Dai have been provided to the Listing Department of the Stock Exchange. Among the Relevant Directors (as defined in the News Release) identified in the News Release, Mr. Chan was the only current director of the Company at the time of publication of the News Release. Since Mr. Chan had complied with the direction in paragraph (2) of the News Release, the Company confirmed that the aforesaid direction (2) mentioned in the New Release regarding the current directors of the Company at the time of such directions were complied with.

On 9 August 2019, the Stock Exchange approved the Company’s proposed appointment of an independent compliance adviser, Octal Capital Limited (“Octal Capital”). The Company has entered into an agreement with Octal Capital in relation to its appointment as the compliance adviser of the Company for a period of two years commencing on 12 August 2019.

The Company confirms that the direction (1) mentioned in the New Release regarding the appointment of an independent compliance adviser of the Company has been complied with.

For further details, please refer to the News Release.

此外，參考本公司日期為二零一九年七月十九日之公告，根據新聞稿第(2)及(3)段的指令，當時獨立非執行董事陳炳煥先生(銀紫荊星章、太平紳士、「陳先生」)以及前任執行董事戴昱敏先生(「戴先生」)已參加由聯交所上市科接納之認可機構所提供有關遵守GEM上市規則、董事職責及企業管治事宜之24小時培訓連同有關GEM上市規則第十九章及附錄十五(企業管治守則)合規之四小時培訓(合共28小時)。由上述機構所發出確認陳先生及戴先生已出席培訓之書面證明已提供予聯交所上市科。在新聞稿內所確定有關董事(定義見新聞稿內)中，陳先生為本公司其時唯一的在任董事。由於陳先生已遵守新聞稿第(2)段的指令，故本公司確認於有關指令時已遵守新聞稿所述有關本公司在任董事的上述指令(2)。

於二零一九年八月九日，聯交所已批准本公司獨立合規顧問八方金融有限公司(「八方金融」)的建議委任。本公司已與八方金融就其獲委任為本公司合規顧問與其訂立協議，任期自二零一九年八月十二日起為期二年。

本公司確認已遵守新聞稿所述有關委任本公司獨立合規顧問的指令(1)。

有關進一步詳情，請參閱新聞稿。

RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES

Reference is made to the Company's announcement dated 12 August 2019 in respect of the resignation of Mr. Chan Bing Woon ("Mr. Chan") as an independent non-executive Director, member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Board, and to the Company's announcement dated 19 August 2019 in respect of the resignation of Mr. Wong Yiu Kit Ernest ("Mr. Wong") as an independent non-executive Director, chairman and member of the Audit Committee, member of each of the Remuneration Committee and Nomination Committee of the Board.

Following the resignation of Mr. Chan and Mr. Wong, the number of independent non-executive Directors of the Company fell below the minimum number required under Rule 5.05(1) of the GEM Listing Rules and number of members of the Audit Committee fell below the minimum number required under Rule 5.28 of the GEM Listing Rules.

With the appointment of Ms. Wang Danjuan as an independent non-executive Director, a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Board on 10 October 2019, and with the appointment of Ms. Yang Ying as an independent non-executive Director, chairlady and member of the Audit Committee, member of each of the Remuneration Committee and Nomination Committee of the Board on 14 October 2019, the Company has complied with the GEM Listing Rules by filling up the vacancies within the time limit.

GEM上市規則第5.05(1)及5.28條

茲提述本公司日期為二零一九年八月十二日的公告，內容有關陳炳煥先生（「陳先生」）辭任獨立非執行董事、董事會轄下審核委員會、薪酬委員會及提名委員會各自之成員以及本公司日期為二零一九年八月十九日的公告，內容有關黃耀傑先生（「黃先生」）辭任獨立非執行董事、董事會轄下審核委員會主席兼成員以及薪酬委員會及提名委員會各自之成員。

緊隨陳先生及黃先生辭任後，本公司獨立非執行董事人數少於GEM上市規則第5.05(1)條規定之最低人數，而審核委員會成員人數則少於GEM上市規則第5.28條規定之最少人數。

鑒於在二零一九年十月十日委任王丹娟女士為獨立非執行董事、董事會轄下審核委員會、薪酬委員會及提名委員會各自之成員，及鑒於在二零一九年十月十四日委任楊滢女士為獨立非執行董事、董事會轄下審核委員會主席兼成員、薪酬委員會及提名委員會各自之成員，本公司已遵守GEM上市規則於限期內填補該等職位空缺。

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.20 of the GEM Listing Rules, the Company has appointed Octal Capital as its compliance adviser, which provides advices and guidance to the Company in respect of compliance with the GEM Listing Rules including various requirements relating to Directors' duties. As notified by Octal Capital, except for the compliance adviser agreement entered into between the Company and Octal Capital on 12 August 2019, neither Octal Capital nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules as at the date of this report.

For further details, please refer to the announcement dated 12 August 2019 of the Company.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has three members, comprising all independent non-executive Directors, namely Ms. Yang Ying (the chairman of the Audit Committee), Ms. Wang Danjuan and Dr. Fang Jun. The Company's unaudited consolidated results and third quarterly report for the nine months ended 30 September 2019 have been reviewed by the Audit Committee.

SECURITIES DEALING CODE

The Company has adopted the code of conduct for dealing in securities by the Directors as set out in the GEM Listing Rules 5.48 to 5.67 as its own code for transactions in securities of the Company by the Directors (the "Required Standard of Dealings"). Having made specific enquiry of all Directors, all Directors have confirmed that they have fully complied with the Required Standard of Dealings throughout the nine months ended 30 September 2019.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the nine months ended 30 September 2019 neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

合規顧問權益

根據GEM上市規則第6A.20條，本公司已委任八方金融為其合規顧問，就遵守GEM上市規則（包括有關董事職責的各項規定）向本公司提供建議及指引。誠如八方金融告知，除本公司與八方金融訂立日期為二零一九年八月十二日的合規顧問協議外，八方金融、其董事、僱員或緊密聯繫人概無擁有任何與本公司有關而須於本報告日期根據GEM上市規則第6A.32條知會本集團的任何權益。

有關進一步詳情，請參閱本公司日期為二零一九年八月十二日之公告。

審核委員會

本公司之審核委員會（「審核委員會」）有三位成員，包括所有獨立非執行董事，即楊滢女士（審核委員會主席）、王丹娟女士及方俊博士。審核委員會已審閱本公司截至二零一九年九月三十日止九個月之未經審核綜合業績及第三季度報告。

證券交易守則

本公司已採納GEM上市規則第5.48至5.67條所載董事進行證券交易之操作守則作為其自身董事進行本公司證券交易之守則（「規定交易標準」）。本公司經向全體董事作出具體垂詢後，全體董事已確認彼等於截至二零一九年九月三十日止九個月已全面遵守規定交易標準。

購買、出售或贖回證券

於截至二零一九年九月三十日止九個月，本公司及其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

EVENTS AFTER THE REPORTING PERIOD

In addition to the events disclosed elsewhere in these consolidated financial statements, the Group had the following subsequent events:

- Reference is made to the announcement of the Company dated 18 October 2019. With effect from 18 October 2019, Dr. Ray Yip, ceased to be the Chairman and has been re-designated from an executive Director to a non-executive Director; Mr. Wang Chuang has been appointed as an executive Director and the Chairman; and following the resignation of Dr. Ray Yip as an executive Director and the Chairman, Dr. Ray Yip has also ceased to act as an authorised representative and the compliance officer. Mr. Wang Xuejun, an executive Director and the chief executive officer of the Company, has been appointed as an authorised representative and the compliance officer.
- Reference is made to the announcement of the Company dated 1 November 2019. With effect from 1 November 2019, Mr. Mui Chi Hung ceased to be the chief financial officer of the Company and Mr. Lee Pak Chung was appointed as the chief financial officer of the Company.

報告期後事件

除該等綜合財務報表其他地方所披露的事件外，本集團有以下其後事件：

- 茲提述本公司日期為二零一九年十月十八日的公告。於二零一九年十月十八日起，葉雷博士不再擔任主席且由執行董事調任為非執行董事；王闖先生獲委任為執行董事兼主席；且於葉雷博士辭任執行董事兼主席後，葉雷博士亦不再擔任授權代表兼合規主任。本公司執行董事兼行政總裁王學軍先生獲委任為授權代表兼合規主任。
- 茲提述本公司日期為二零一九年十一月一日的公告。於二零一九年十一月一日起，梅志雄先生將不再擔任本公司的財務總監，而李柏聰先生將獲委任為本公司的財務總監。

By Order of the Board

China Regenerative Medicine International Limited
Wang Chuang

Chairman and Executive Director

Hong Kong, 8 November 2019

As at the date of this report, the executive Directors are Mr. Wang Chuang (Chairman) and Mr. Wang Xuejun (Chief Executive Officer); the non-executive Directors are Dr. Ray Yip and Dr. Zhang Bin; and the independent non-executive Directors are Dr. Fang Jun, Ms. Wang Danjuan and Ms. Yang Ying.

承董事會命
中國再生醫學國際有限公司
主席兼執行董事
王闖

香港，二零一九年十一月八日

於本報告日期，執行董事為王闖先生（主席）及王學軍先生（行政總裁）；非執行董事為葉雷博士及張斌博士；以及獨立非執行董事為方俊博士、王丹娟女士及楊瀟女士。



China Regenerative Medicine International Limited
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